

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION . Washington, D.C. 20549

# 05057801

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix	Serial							
DATE F	RECEIVED							

	te change.)		13300
Private Placement of up to \$27 million in Common and Preferred Stock			, 00 00
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505  Type of Filing: ☐ New Filing ☐ Amendment	⊠ Rule 506	☐ Section	4(6) 🔲 ULOE
A. BASIC IDENTIFICATIO	ON DATA		
Enter the information requested about the issuer			
Name of Issuer ( check if this is an amendment and name has changed, and indicat	e change.)		
Unwired Holdings, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)	\ \ \ \ \ T	elephone Number (In-	aluding Area Cada)
c/o American Capital Strategies, Ltd.	' '	(312) 681-7400	_
5775 Sears Tower, 233 South Wacker Drive, Chicago, IL 60606		(312) 007 7 100	
Address of Principal Business Operations (Number and Street, City, State, Zip Code (if different from Executive Offices)	) T	elephone Number (In	cluding Area Code)
Same as Executive Offices		Same as Executi	ve Offices
Brief Description of Business			
Designer, marketer and supplier of infrared wireless headphone systems a	nd componen	ts.	
Type of Business Organization	_	7	fy): JUN 1320
☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed	L	other (please specif	iy): JUN LU Ge
Month	Year		File william
Actual or Estimated Date of Incorporation or Organization: 0 4 0		Actual	timated FINANCE:
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abl CN for Canada: FN for other foreign ju	breviation for S	_	
المستنصد والمستنا والمستنا المستنا المستنا والمستنا والمستنا والمستنا والمستنا والمستنا والمستنا والمستنا			
GENERAL INSTRUCTIONS			
GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6).	n under Regula	tion D or Section 4(6)	), 17 CFR 230.501 et seq. or
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities and Exchange Commission (SEC).	es in the offerir he SEC at the a	g. A notice is deeme ddress given below o	d filed with the U.S.
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption	es in the offering he SEC at the arrest recrtified mail	g. A notice is deeme ddress given below of to that address.	d filed with the U.S.
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is received by tafter the date on which it is due, on the date it was mailed by United States registered of Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Was Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which	es in the offering he SEC at the arrest triffied mail shington, D.C. 2	ng. A notice is deeme ddress given below of to that address.	d filed with the U.S. r, if received at that address
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6).  When to File: A notice must be filed no later than 15 days after the first sale of securities securities and Exchange Commission (SEC) on the earlier of the date it is received by the after the date on which it is due, on the date it was mailed by United States registered of the Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Was Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be photocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendme changes thereto, the information requested in Part C, and any material changes from the	es in the offering he SEC at the arcertified mail shington, D.C. 20th must be manuents need only respectively.	ng. A notice is deemeddress given below of the total address.  20549  ually signed. Any column and the column a	d filed with the U.S. r, if received at that address pies not manually signed issuer and offering, any
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is received by tafter the date on which it is due, on the date it was mailed by United States registered on Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Was Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendment changes thereto, the information requested in Part C, and any material changes from the Appendix need not be filed with the SEC.	es in the offering he SEC at the arcertified mail shington, D.C. 20th must be manuents need only respectively.	ng. A notice is deemeddress given below of the total address.  20549  ually signed. Any column and the column a	d filed with the U.S. r, if received at that address pies not manually signed issuer and offering, any
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6).  When to File: A notice must be filed no later than 15 days after the first sale of securiti Securities and Exchange Commission (SEC) on the earlier of the date it is received by tafter the date on which it is due, on the date it was mailed by United States registered on	es in the offering the SEC at the area of certified mail shington, D.C. 2 of must be manually the sents need only reinformation proportion (ULOE) for notice with the Stothe claim for the sents of the claim for the sents need only the sents need o	ig. A notice is deemeddress given below of to that address.  20549  ually signed. Any copeport the name of the reviously supplied in I sales of securities in the Securities Administration the exemption, a fee	d filed with the U.S. r, if received at that address  pies not manually signed  issuer and offering, any Parts A and B. Part E and the  those states that have adopted for in each state where sales in the proper amount shall

SEC 1972 (6-02)

filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8



#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) American Capital Strategies, Ltd. Business or Residence Address (Number and Street, City, State, Zip Code) 5775 Sears Tower, 233 South Wacker Drive, Chicago, IL 60606 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Larkin, Ian Business or Residence Address (Number and Street, City, State, Zip Code) c/o American Capital Strategies, Ltd., 5775 Sears Tower, 233 South Wacker Drive, Chicago, IL 60606 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Leiman, Jonathan Business or Residence Address (Number and Street, City, State, Zip Code) c/o American Capital Strategies, Ltd., 5775 Sears Tower, 233 South Wacker Drive, Chicago, IL 60606 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Hası	the issuer s	old, or doe			-				_		Yes	No
					, .		n 2, if filing	_				
2. Wha	t is the mir	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?		••••••		. \$9,000,	000
3. Does	s the offeri	ng permit j	oint owners	ship of a si	ngle unit? .		•••••				Yes	No ⊠
comi offer and/o	mission or ring. If a p or with a st	similar rem erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in agent of a dealer. If n	be paid or connection broker or concre than finformation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	es in the the SEC sted are		
	me (Last n t Applicat		f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
				cited or Intellual States)							🔲 Al	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH] [WV]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[ w v j	[WI]	[WY]	[PR]
run na	me (Last n	ame mrst, i	r maiviaua	1)								
Busines	s or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
States in (Che	n Which Poeck "All St	erson Lister ates" or ch	d Has Solid	cited or Intellual States)	ends to Sol	icit Purcha	sers					1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Resid	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker (	or Dealer									
				cited or Intellual States)			sers					ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	(CD)	[TN]	[TY]	[IIIT]	IVTI	[VA]	ΓW Δ 1	rwv1	rwn	(WY)	[PR]

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box   and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregate Offering Pric	e	Amount Already Sold
	Debt	\$0		\$0
	Equity	\$27,000,000.00	)	\$27,000,000.00
	☐ Common ☐ Preferred		_	
	Convertible Securities (including warrants)	\$0		\$0
	Partnership Interests	\$0		\$0
	Other (Specify)	\$0		\$0
	Total	\$0	_	0
	Answer also in Appendix, Column 3, if filing under ULOE.		_	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			A
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	2	_	\$27,000,000.00
	Non-accredited Investors	N/A		\$N/A
	Total (for filings under Rule 504 only)	N/A	_	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C$ – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505	N/A		\$N/A
	Regulation A	N/A		\$N/A
	Rule 504	N/A		\$N/A
	Total	N/A		\$N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$0
	Printing and Engraving Costs			\$0
	Legal Fees	•••••	$\boxtimes$	\$200,000
	Accounting Fees	•••••	$\boxtimes$	\$50,000
	Engineering Fees	••••••		\$0
	Sales Commission (specify finders' fees separately)			\$0
	Other Expenses (identify) General fund raising expenses, travel and postage			\$0
	Total		$\boxtimes$	\$250,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E O	F PROCEEDS		
b.	and total expenses furnished in response to Part C - Question 4.a. This difference is the "adj	usto	ed	\$26	,750,000.00
5.	each of the purposes shown. If the amount for any purpose is not known, furnish an estimate	an	d		
			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		\$		\$
	Purchase of real estate		\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		\$		
	Construction or leasing of plant buildings and facilities		\$		
				-	
	and total expenses furnished in response to Part C — Question 4.a. This difference is gross proceeds to the issuer."  Indicate below the amount of the adjusted proceeds to the issuer used or proposed to each of the purposes shown. If the amount for any purpose is not known, furnish an check the box to the left of the estimate. The total of the payments listed must equal gross proceeds to the issuer set forth in response to Part C — Question 4.b above.  Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Working capital.  Other (specify): investment in securities of certain businesses (\$1,399,090,000)  *Management fees to the general partner (\$100,000,000).  Column Totals  Total Payments Listed (column totals added).  D. FEDERAL SIGNATURE  issuer has duly caused this notice to be signed by the undersigned duly authorized priving signature constitutes an undertaking by the issuer to furnish to the U.S. Securities of the staff, the information furnished by the issuer to any non-accredited investor or (Print or Type)  Signature  Filled Holdings, Inc.  Total Polyments Listed (Print or Type)  Title of Signer (Print or Type)		\$5,000,000.00	_ 🗆	<u>\$</u>
	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be each of the purposes shown. If the amount for any purpose is not known, furnish an esticheck the box to the left of the estimate. The total of the payments listed must equal the gross proceeds to the issuer set forth in response to Part C — Question 4.b above.  Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Working capital  Other (specify): investment in securities of certain businesses (\$1,399,090,000)  *Management fees to the general partner (\$100,000,000).  Column Totals  Total Payments Listed (column totals added).  D. FEDERAL SIGNATURE  issuer has duly caused this notice to be signed by the undersigned duly authorized personing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities est of its staff, the information furnished by the issuer to any non-accredited investor puter (Print or Type)  signature  or (Print or Type)  Title of Signer (Print or Type)  Title of Signer (Print or Type)				\$
			\$26,750,000.00		\$0
	Total Payments Listed (column totals added)		<b>⊠</b> <u>\$2</u>	6,750,0	00.00
	D. FEDERAL SIGNATURE				
follo	Payments to Officers, Directors & Affiliates   Payments To Others				
ssu	er (Print or Type) Signature	ĺ	Date		
Unv	vired Holdings, Inc.	İ	May 26, 2005		
		1.			
ona	than Leiman Director of Unwired Holdings, Inc.				

### -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

· · · · · · · · · · · · · · · · · · ·	E. STATE SIGNATURE									
	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?									
	See Appendix, Column 5, for state resp	onse.								
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.										
<ol><li>The undersigned issuer hereby undert issuer to offerees.</li></ol>	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
Limited Offering Exemption (ULOE)	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
The issuer has read this notification and lundersigned duly authorized person.	knows the contents to be true and has duly	caused this notice to be signed	on its beha	alf by the						
Issuer (Print or Type)	Signature	Date								
Unwired Holdings, Inc.	TIMMXX C:	May 26, 2005								
Name (Print or Type)	Title (Print or Type)									
Jonathan Leiman	Sole Director of Unwired Holdings, Inc	<b>.</b>								

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### APPENDIX

1		2	3	4					5
•	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)  Type of investor and amount purchased in State (Part C-Item 2)		and aggregate offering price Type of investor and ffered in state amount purchased in State		under Sta (if yes explan waiver	ification ate ULOE , attach ation of granted) -Item 1)	
State	Yes	No		Number of Accredited Investors Amount Investors Amount					No
AL		Ø	*	0	0	0	0	Yes	⊠
AK		Ø	*	0	0	0	0		⊠
AZ		⊠	*	0	0	0	0		Ø
AR		Ø	*	0	0	0	0		☒
CA		⊠	*	0	0	0	0		
СО		Ø	*	0	0	0	0		⊠
СТ		Ø	*	0	0	0	0		×
DE		Ø	*	0	0	0	0		☒
DC		Ø	*	0	0	0	0		⊠
FL		⊠	*	0	0	0	0		☒
GA		×	*	0	0	0	0		
НІ		×	*	0	0	0	0		×
ID		⊠	<b>*</b>	0	0	0	0		
IL		☒	*	1	\$18,000,000	0	0		. 🖾
IN		Ø	*	0	0	0	0		
IA		☒	*	0	0	0	0		
KS		×	*	. 0	0	0	0		
KY		Ø	*	0	0	0	0		
LA		Ø	*	0	0	0	0		⊠
ME		Ø	*	0	0	0	0		×
MD		Ø	*	0	0	0	0		⊠
MA		×	*	0	0	0	0		⊠
MI		⊠	*	0	0	0	0		⊠
MN		⊠	*	Ö	0	0	0		⊠
MS		⊠	*	0	0	0	0		☒
МО		×	*	0	0	0	0		

### APPENDIX

1	. 2			5 ification					
•	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		×	*	0	0	0	0		
NE		⊠	*	0	0	0	. 0		☒
NV		⊠	*	0	0	0	0		
NH		⊠	*	0	0	0	0		Ø
NJ		⋈	*	0	0	0	0		
NM		⊠	*	0	0	0	0		☒
NY		⊠	*	1	\$9,000,000	0	0		Ø
NC		Ø	*	0	0	0	0		Ø
ND		⊠	*	0	0	0	0		⊠
ОН		⊠	*	0	0	0	0		⊠
OK		⊠	*	0	0	0	0		⊠
OR		×	*	0	0	0	0		
PA		×	*	0	0	0	0		☒
RI		⊠	*	0	0	0	0		×
SC		⊠	*	0	0	0	0		
SD		⊠	*	0	0	0	0		×
TN		⊠	*	0	0	0	0		×
TX		⊠	*	0	0	0	0		☒
UT		×	*	0	0	0	0		⊠
VT		Ø	*	0	0	0	0		×
VA		⊠	*	0	0	0	0		⊠
WA		Ø	*	0	0	0	0		⊠
wv		⊠	*	0	0	0	0		$\boxtimes$
WI		Ø	*	0	0	0	0		⊠
WY		⊠	*	0	0	0	0		$\boxtimes$
PR		⊠	*	0	0	0	0		